

# Exhibit C

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Attorneys for Defendant Costco Wholesale Corporation

## SHIRLEY "RAE" ELLIS, et al.,

) Case No. C04 3341 EMC

Plaintiffs,

) **STIPULATION AND [PROPOSED]**  
 ) **ORDER ON CLAIMS PROCEDURE**  
 ) **ATTORNEYS' FEES AND COSTS**

V.

COSTCO WHOLESALE CORPORATION.

Defendant.

On May 27, 2014, the Court approved the Amended Class Action Settlement Agreement (“Agreement”), which provided for distribution of the resulting \$8 million settlement fund through individual contested arbitrations (“settlement claims process”). Dkt. Nos. 780 (Order Granting Motion for Preliminary Approval of Class Action Settlement; Agreement attached as Exhibit 1); 791 (Order Granting Motion for Final Approval of Class Action Settlement). The parties enter into this stipulation to resolve Class Counsel’s claim to attorneys’ fees and costs arising from the settlement claims process. Accordingly, the parties stipulate as follows:

1. The settlement claims process began shortly after the Court approved the Agreement in 2014. Ultimately, 86 class members filed claim forms. Class Counsel represented 81 of those class members. The represented class members are referred to as “claimants” in this stipulation.
2. The Agreement provided for two types of settlement arbitrations: Claim by Written Submission (Agreement ¶ 5.10) and Claim by Formal Arbitration. *Id.* at ¶ 5.11. Fifty-eight claimants chose to have their claims heard through Written Submission. Twenty-three claimants chose to have their claims heard through Formal Arbitration.
3. The Agreement allowed class members to challenge between one and three Assistant General Manager or General Manager promotions awarded to male employees, depending on the length of time the class member spent in a relevant feeder or comparable position. *Id.* at ¶ 5.3. In total, claimants challenged 156 promotions.
4. Of the 58 claimants who had their claims heard through Written Submission, 20 prevailed by receiving arbitration awards in their favor and 10 prevailed by resolving their claims through individual settlements.
5. Of the 23 claimants who had their claims heard through Formal Arbitration, 10 prevailed by receiving arbitration awards in their favor and four prevailed by resolving their claims through individual settlements.
6. The combined arbitration awards exceeded the \$8 million settlement fund and were reduced pro rata as provided by the Agreement. *Id.* at ¶¶ 5.12, 5.13.2. All prevailing

claimants have received their awards.

7. The Agreement provides for an award of attorneys' fees and costs for each prevailing claimant—the 30 who prevailed after initiating Written Submissions and the 14 who prevailed after initiating Formal Arbitrations.

8. Paragraph 5.10.6 of the Agreement provides:

Fees and Costs for Prevailing Claims by Written Submission – Class members who prevail on Claims by Written Submission are entitled to seek, from Judge Edward Chen at the conclusion of the Monetary Claims Process, an award of attorneys' fees not to exceed \$10,000 costs not to exceed \$1,000 per successful Claimant, to be paid by Costco. The total attorney's fee award for Claims by Written Submission will not exceed \$750,000. Class Counsel and Costco may informally resolve the fee award without the necessity of a fee motion.

9. Paragraph 5.11.12 of the Agreement provides:

Attorneys' Fees and Costs For Prevailing Claims in Formal Arbitration – Claimants who prevail on Claims by Formal Arbitration are entitled to seek an award of reasonable attorneys' fees and costs, to be paid by Costco, from Judge Edward Chen at the conclusion of the Monetary Claims Process. Class Counsel and Costco may informally resolve the fee award without the necessity of a fee motion.

10. For each of the 30 prevailing claimants who resolved their claims through Written Submission, Class Counsel's attorneys' fees and costs exceeded the cap of \$10,000 in fees and \$1,000 in costs set by Paragraph 5.10.6 of the Agreement. The fees and costs for prevailing claimants in arbitrations by Written Submission do not exceed \$750,000.

11. For the 14 prevailing claimants who resolved their claims through Formal Arbitration, Class Counsel dedicated nearly 4,000 hours to prepare and resolve these claims as summarized in Attachment A. The claims are identified only by number and not by name to preserve the confidentiality agreed to by the parties. Agreement ¶ 5.14.3. The total attorneys' fees for claims through Formal Arbitration exceed \$2,700,000 and total costs exceed \$125,000.

12. The parties engaged in informal discussions and have agreed to resolve Class Counsel's claim for attorneys' fees and costs for a total of \$3,100,000, eliminating the need for a fee motion. Payment will be made within ten business days of the entry of

1 this Court's Order.

2 DATE: March 20, 2019

IMPACT FUND

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By: /s/ Jocelyn D. Larkin

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Jocelyn D. Larkin

Attorneys for Plaintiffs and the Class

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6 DATE: March 20, 2019

SEYFARTH SHAW LLP

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By: /s/ David D. Kadue

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David D. Kadue

Attorneys for Defendant

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Costco Wholesale Corporation

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### ATTESTATION

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I, Jocelyn D. Larkin, hereby attest that concurrence in the filing of this document has  
13 been obtained from all other Signatories in lieu of their signatures on this document.

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DATE: March 20, 2019

/s/ Jocelyn D. Larkin

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Jocelyn D. Larkin

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**[PROPOSED] ORDER**

WHEREFORE, good cause appearing and pursuant to stipulation of the parties, and having reviewed the parties' stipulation and the attachment to this stipulation, the Court finds that a total award of \$3,100,000 in fees and costs with respect to the 44 claimants awarded approximately \$8,000,000 is reasonable, and hereby awards Class Counsel \$3,100,000 in attorneys' fees and costs for their work on behalf of prevailing class members in the settlement claims process, in accordance with Paragraphs 5.10.6 and 5.11.12 of the Amended Class Action Settlement Agreement.

IT IS SO ORDERED.

DATE:

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Hon. Edward M. Chen  
United States District Judge